

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of

HILTON HOTELS CORPORATION
AND
BALLY'S CASINO HOLDINGS, INC.

(Registration)

ORDER TERMINATING REGISTRATION

THIS MATTER came on regularly for hearing before the State Gaming Control Board ("Board") on December 9, 1998, and before the Nevada Gaming Commission ("Commission") on December 17, 1998, at Carson City, Nevada; and

THE BOARD AND COMMISSION having considered all information pertinent hereto;

IT IS HEREBY ORDERED BY THE NEVADA GAMING COMMISSION UPON THE
RECOMMENDATION OF THE STATE GAMING CONTROL BOARD:

1. THAT the application of Hilton Hotels Corporation and Bally's Casino Holdings, Inc. for termination of the terms and conditions of their Tenth Revised Orders of Registration and for termination of their registration as publicly traded corporations has been filed.

2. THAT subject to the provisions of Paragraph 3, the terms and conditions of the Hilton Hotels Corporation and Bally's Casino Holdings, Inc. Tenth Revised Orders of Registration are hereby terminated and the registration of Hilton Hotels Corporation and Bally's Casino Holdings, Inc. as publicly traded corporations are hereby terminated.

3. THAT this Order Terminating Registration shall not become effective, unless and until the Chairman of the Board, or his designee, has been notified that the spin-off ("Spin-Off") of all of the outstanding shares of common stock of Park Place Entertainment Corporation to the holders of the Hilton Hotels Corporation common stock has become effective. If the Spin-Off is not completed and effective by February 1, 1999, unless administratively extended by the Chairman of the Board or his designee, then this Order Terminating Registration shall be rendered null and void and shall not become effective and the Ninth Revised Orders of Registration shall remain effective.

ENTERED at Carson City, Nevada, this 17th day of December 1998.